



First Union Rail Corporation  
NC5811  
Commercial Leasing Group  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

RECORDATION NO. 24095 FILED

September 5, 2002

SEP 6 '02 11-52 AM



**SURFACE TRANSPORTATION BOARD**

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 26, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Southern Minnesota Beet Sugar Cooperative  
83550 County Road 21  
Renville, MN 56284


A description of the railroad equipment covered by the enclosed document is twenty-one (21) 4750 cubic foot covered hopper cars with gravity gates and trough hatch covers, with NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Amy Carone  
Manager of Documentation

Enclosures

(SOMI001)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26<sup>th</sup> day of August, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southern Minnesota Beet Sugar ("Lessee"), a Minnesota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 26, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 22, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President, Beet Sugar Division

By: K. A. Domrowski

Name: K. A. DOMROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 26<sup>th</sup> day of August, 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26<sup>th</sup> day of August, 2002.

Susan Grokulsky  
Notary Public

Commission Expires:

8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

SOUTHERN MINNESOTA BEET SUGAR COOPERATIVE

ATTEST:

By: Jeffrey L. Plathe  
Name: JEFFREY L. PLATHE  
Title: CFD

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 14th day of August, 2002.

[CORPORATE SEAL]

STATE OF Minnesota

COUNTY OF Penville

I, Carol J. Bakker, a Notary Public of the County and State aforesaid,  
certify that Jeffrey L. Plathe personally appeared before me this day and  
acknowledged his/her due execution of the foregoing Memorandum of Lease.

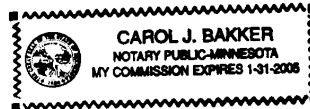
WITNESS my hand and official stamp or seal, this 14th day of August, 2002.

Carol J. Bakker  
Notary Public

Commission Expires:

1-31-2005

(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-one (21)

DESCRIPTION OF CARS: 4750 cu. ft. covered hopper cars equipped with gravity outlets and trough hatches

CAR NUMBERS: See below:

NDYX 475001  
NDYX 475002  
NDYX 475006  
NDYX 475022  
NDYX 475025  
NDYX 475027  
NDYX 475033  
NDYX 475281  
NDYX 475285  
NDYX 475286  
NDYX 475297  
NDYX 475300  
NDYX 475307  
NDYX 475310  
NDYX 475312  
NDYX 475316  
NDYX 475319  
NDYX 475321  
NDYX 475324  
NDYX 475325  
NDYX 475326